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APPROVED:

By the general shareholders meeting of PJSC

Uralkali, Minutes No 76 dated 22.12.2022

**REGULATIONS  
ON THE GENERAL SHAREHOLDERS MEETING  
OF PUBLIC JOINT STOCK COMPANY URALKALI  
(new edition)**

**Berezniki, Perm Region**

**2022**

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**The Regulations on the General Shareholders Meeting of Public Joint Stock Company Uralkali (hereinafter, the Regulations) establish the procedure of preparation for and convocation of the general shareholders meeting in compliance with the Civil Code of the Russian Federation, the Federal Law “On Joint Stock Companies” and other legal acts of the Russian Federation, and the Charter of Public Joint Stock Company Uralkali (hereinafter, the Company).**

## **1. GENERAL PROVISIONS**

1.1. The general shareholders meeting (hereinafter, the general meeting, the general shareholders meeting, the meeting) is the supreme governance body of the Company.

1.2. The general meeting can be annual or extraordinary.

1.3. The Company must hold annual general meetings every year.

The annual general meetings must be conducted not earlier than two months and not later than six months from the end-date of the fiscal year.

All meetings held in addition to the annual general meeting are referred to as extraordinary.

1.4. Matters reserved for the general meeting are determined by the Federal Law “On Joint Stock Companies”, the Civil Code of the Russian Federation, and the Charter of the Company.

1.5. Resolutions of the general meeting may be adopted (forms of the general meeting):

- In a meeting (the joint presence of shareholders in order to discuss the items of the agenda and adopt resolutions on items put to vote);
- By absentee voting (without the joint presence of shareholders).

## **2. RIGHT TO CONVENE A GENERAL MEETING**

2.1. Annual general meetings are convened by the Board of Directors of the Company.

2.2. Extraordinary general meetings are convened by the Board of Directors of the Company at its own discretion and/or at the request of the Revision Commission of the Company, the audit organisation(s) of the Company or shareholders (shareholder) of the Company who own at least ten (10) percent of voting shares of the Company as of the date when the request to convene a general meeting is submitted.

The terms of convocation of an extraordinary general meeting and/or the terms of adoption of resolutions to deny convocation of an extraordinary general meeting and the terms of review of said requests are specified under the Federal Law “On Joint Stock Companies”.

The Board of Directors has the right to review the proposals and requests of other persons and bodies (government bodies, shareholders who do not own the required number of voting shares of the Company, etc.) to convene an extraordinary general meeting. Based on the results of review of these proposals and requests, the Board of Directors has the right to convene an extraordinary general meeting at its own discretion.

2.3. A decision to deny a request to convene an extraordinary general meeting may be made only on the grounds specified in the Federal Law “On Joint Stock Companies”.

### **Content and form of requests to convene an extraordinary general meeting**

2.4. Requests to convene an extraordinary general meeting must conform to the Federal Law “On Joint Stock Companies”.

2.5. Requests to convene an extraordinary general meeting must be submitted in writing.

Requests to convene an extraordinary general meeting must be signed by the person (body) requesting this, the chair of the Revision Commission of the Company, an authorised representative of the audit organisation of the Company, shareholder (shareholders) of the Company or their representatives. The authority of shareholders’ representatives must be confirmed and certified in compliance with the legislation of the Russian Federation and Item 10.10 of these Regulations.

2.6. Requests to convene an extraordinary general meeting must contain the wording of items which are to be included to the agenda of the meeting; they may contain the wording of the resolutions on these items and proposals concerning the form of the general meeting.

Requests to convene extraordinary general meetings must contain the names (corporate names) of the shareholders (shareholder) or the body of the Company requesting convocation of the meeting. The shareholders (shareholder) must also indicate the number and category (type) of the shares belonging to them.

2.7. The period of consideration of requests to convene extraordinary general meetings and the terms of notification of persons making such requests by the Board of Directors are specified in the Federal Law “On Joint Stock Companies”.

2.8. The Board of Directors of the Company has no right to amend/change the wording of the items of the agenda and/or the wording of the resolutions on the items of the agenda and/or the proposed form of the proposed extraordinary general meeting.

2.9. The Board of Directors of the Company has the right to include additional wordings of resolutions on the items proposed to be included to the agenda of the general meeting at its own discretion.

### **3. PROPOSALS TO INCLUDE ITEMS TO THE AGENDA OF THE GENERAL MEETING**

3.1. Shareholders (shareholder) who own a total of at least two (2) percent of the voting shares of the Company are entitled to make proposals to include items to the agenda of the annual general meeting of shareholders of the Company including proposals to nominate candidates for election to the governance bodies of the Company.

Shareholders (shareholder) who are not registered in the share register of the Company are entitled to propose items for the agenda of the general meeting and nominate candidates by giving the relevant instructions to persons keeping records of their rights to shares. Such instructions must be issued in compliance with the requirements of the Russian legislation on securities.

3.2. If several proposals of shareholders contain the same item, the number of the voting shares belonging to the shareholders who have signed proposals to include the same items in the agenda of the annual general meeting will not be summed up.

3.3. Proposals to include items in the agenda of the annual general meeting and proposals to nominate candidates for election to the bodies of the Company must be received by the Company not later than two (2) months following the date of completion of the fiscal year.

3.4. Proposals to include items in the agenda of the annual general meeting must be in writing or in accordance with the Russian securities legislation if a shareholder is not registered in the share register of the Company.

3.5. The proposal to include items in the agenda of the general meeting of the Company must contain the wording of each proposed item and may contain the wording of the resolution on the matter.

Proposals to include items in the agenda must be signed by the shareholders (shareholder) making such proposal or by an authorised representative of such shareholder (shareholders). The authority of shareholders' representatives must be confirmed and formalised in compliance with the current legislation of the Russian Federation and Item 10.10 of these Regulations.

3.6. The Board of Directors of the Company has no right to alter the wording of the items proposed by shareholders for the agenda of the annual general meeting or the wording of resolutions on these items if these wordings are contained in the proposal to include items in the agenda of the annual general meeting.

The Board of Directors of the Company has the right to include additional wordings of resolutions on the items proposed to be included in the agenda of the general meeting at its own discretion.

3.7. The period of consideration of the requests to convene extraordinary general meetings and the terms of notification of the persons making such requests by the Board of Directors are specified under the Federal Law "On Joint Stock Companies".

3.8. A decision to deny inclusion of items in the agenda of the annual general meeting may be adopted on the grounds specified under the Federal Law "On Joint Stock Companies".

3.9. In addition to the items proposed to be included in the agenda of the annual general meeting by shareholders of the Company and in cases when no proposals were made by shareholders of the Company, the Board of Directors of the Company has the right to include items in the agenda of the general meeting at its own discretion.

### **4. PROPOSALS TO NOMINATE CANDIDATES FOR ELECTION TO THE BODIES OF THE COMPANY BY THE GENERAL MEETING**

4.1. Shareholders (shareholder) who own a total of at least 2 (two) percent of the voting shares of the Company have the right to make proposals to nominate candidates for election/appointment to the bodies of the Company.

4.2. Shareholders' proposals to nominate candidates for election to the bodies of the Company at an annual general meetings must be received by the Company not later than 2 (two) months from the date of completion of the fiscal year.

If the agenda of an extraordinary general meeting of shareholders includes the items of election of the members of the Board of Directors of the Company, the proposals to nominate candidates for election to the bodies of the Company must be received by the Company not later than 30 (thirty) days prior to the date of the extraordinary general meeting of shareholders.

4.3. Proposals to nominate candidates to the bodies of the Company must be in writing or in compliance with the requirements of the legislation of the Russian Federation on securities, if the shareholder is not registered in the share register of the Company.

Proposals to nominate candidates to the bodies of the Company must contain the name (corporate name) of the shareholder (shareholders) making the proposal and information regarding the number and category (type) of shares belonging to them. All proposals must be signed by the shareholder (shareholders) making the proposal or by representatives of these shareholders. The authority of the representatives of shareholders must be confirmed and formalised in compliance with the current legislation of the Russian Federation.

4.4. The number of candidates in each proposal to nominate candidates to the bodies of the Company may not exceed the number of members of the relevant body specified under the Charter of the Company.

4.5. Proposals to nominate candidates for election by the general meeting of shareholders to the bodies of the Company must contain the name of the body to which the candidate is nominated and the following information about each candidate:

- full name,
- date of birth;
- information about education and qualifications (name of educational institution, date of completion, specialisation/degree);
- places of work in the last five years;
- posts held in the executive bodies of other legal entities in the last five years;
- list of legal entities in relation to which the candidate is a stakeholder with indication of the number of shares, parts and/or stakes in the charter (share) capital of these legal entities belonging to the candidate;
- list of persons with whom the candidate is affiliated explaining the nature of their affiliation;
- list of persons for whom the indicated candidate is a controlling/controlled person or a person that has the right to item mandatory instructions, explaining the nature of their relationship;
- information on citizenship and the state where the candidate to the relevant body of the Company is a tax resident, and information on the residential address of the candidate;
- if the candidate is a foreign national – information on availability of documents confirming the right of the indicated foreign national to permanently reside in the Russian Federation, to freely enter and exit the Russian Federation, including, inter alia, information on his/her permit of residence and/or work permit, and/or temporary residence permit, and/or other documents that may confirm the status of the candidate and affect taxation in cases when the candidate is paid remuneration, provided that he/she is elected to the relevant governance body of the Company, or an indication of the fact that such documents are not available as at the date when the information on the candidate is provided;
- information regarding prior convictions;
- information about the candidate's prior administrative penalties in the form of disqualification and about initiation of bankruptcy proceedings against the candidate;
- written consent of the candidate to be elected to the relevant body of the Company;
- written consent of the candidate to have his/her personal data processed.

The indicated information about the candidates must be current as of the date of preparation of the proposal.

4.6. If the same candidate is nominated several times under one or several proposals to nominate candidates to the same body of the Company, he/she is considered nominated to one seat in this body and is listed along with the other nominated candidates only once.

4.7. The period of consideration of proposals to nominate candidates to the bodies of the Company and the terms of notification of the nominating parties of the decision of the Board of Directors of the Company by the Board of Directors are specified under the Federal Law "On Joint Stock Companies".

4.8. A decision to deny the inclusion of a candidate in the list of candidates for election to the bodies of the Company may be adopted on the grounds established under the Federal Law "On Joint Stock Companies".

4.9. Should the Company receive no proposals to nominate candidates or should the number of candidates nominated by the shareholders for election to the relevant body of the Company be insufficient, the Board of Directors of the Company is entitled to include candidates in the list of candidates for election at its own discretion.

4.10. The persons included in the list of candidates nominated for election to the bodies of the Company have the right to withdraw as candidates at any time prior to the date of the meeting of the Board of Directors when the form of the voting ballot (ballots) is approved by the Board. In order to withdraw as candidate, the candidate must submit a written notification of withdrawal to the Board of Directors prior to the date of the meeting of the Board indicated above. In this case, his/her candidature is not included in the voting ballot for election to the relevant body of the Company.

4.11. If a candidate submits a notice of withdrawal as candidate after the date of the meeting of the Board of Directors which approves the form and wording of the voting ballot for election to the relevant body of the Company, the votes cast in support of this candidate by the general meeting will not be counted.

## **5. PROPOSAL OF ITEMS TO THE AGENDA OF THE GENERAL MEETING, PROPOSALS OF CANDIDATES FOR ELECTION TO THE BODIES OF THE COMPANY BY THE BOARD OF DIRECTORS**

5.1. In the absence of proposals to include items in the agenda of the general meeting by the shareholders of the Company and/or in cases of absence or insufficient number of candidates nominated by the shareholders of the Company for election to a particular body of the Company, the Board of Directors of the Company has the right to put items on the agenda of the general meeting and/or nominate candidates for election to the bodies of the Company at its own discretion but not later than the date of the meeting of the Board of Directors which approves the form and text of the voting ballot on the relevant item of the agenda.

The number of candidates nominated for election to certain bodies of the Company is considered to be insufficient in the following cases:

- if during the period specified under the Charter of the Company, the Company has not received any proposals to nominate candidates for election to the relevant body of the Company from shareholders of the Company;
- if during the period specified under the Charter of the Company, the Company has received proposals to nominate candidates for election to the relevant body of the Company from the shareholders of the Company but the number of nominees is less than required for the relevant body of the Company;
- if the candidates included in the list of candidatures for voting have withdrawn as candidates and informed the Company in writing prior to the date of the meeting of the Board of Directors where the text and form of the voting ballot for election of the relevant body of the Company are approved, and the number of candidates remaining on the voting ballot for election to this body of the Company is less than the number of members of the relevant body of the Company in compliance with the Charter of the Company.

5.2. After the Board of Directors has decided to convene a general meeting and prior to the publication of the announcement of the general meeting in compliance with the procedure established under the Charter of the Company and these Regulations, the agenda of the general meeting may be amended in compliance with the requirements of the Federal Law “On Joint Stock Companies” regarding the notification of shareholders.

5.3. The agenda of the annual general meeting must include items to elect members of the Board of Directors, the Revision Commission, appoint the audit organisation(s) of the Company and other matters provided for by Sub-item 11, Item 1, Article 48 of the Federal Law “On Joint Stock Companies”, except for the matters reserved by the Charter of the Company for the Board of Directors of the Company.

## **6. PROCEDURE OF DETERMINATION OF VOTING SHARES OF THE COMPANY**

6.1. The number of voting shares belonging to the shareholder (shareholders) who submitted proposals to include items on the agenda of the general meeting and/or to nominate candidates for election to the bodies of the Company is determined on the date of submission of such proposals.

The number of voting shares belonging to the shareholder (shareholders) who request that an extraordinary general meeting be convened, is determined on the date of submission of such requests.

If the documents indicated above contain incorrect information about the number and category (type) of shares belonging to the shareholder (s) who signed the request, but the Board of Directors has determined that the shareholders who had signed the request owned the required minimum number of voting shares of the Company in compliance with the Federal Law “On Joint Stock Companies” as of the date of the request, it is not permitted to refuse to satisfy their request (proposal) due to incorrect information about the number of voting shares of the Company.

6.2. The following date is considered as the date of **submission of proposal** to include items on the agenda of the general meeting or to nominate candidates for election to the bodies of the Company (hereinafter, proposals for the agenda):

- if the proposal is sent by post – the date indicated on the postal stamp;
- if the proposal is delivered by courier – the date of submission of the relevant letter to the courier service for delivery;
- If the proposal is hand-delivered – the date of delivery;
- If the proposal is sent by a nominal holder in the form of a notice of the will of a shareholder of the company in compliance with his/her instructions – the date when the client’s nominal holder sent a notice of the shareholder’s will or another date indicated in such notice as of which the number of shares of the Company owned by such a shareholder is indicated;
- If the proposal is sent via electric communication networks, e-mail, or by other means allowed by the Charter or the relevant internal regulations of the company regulating the General Meeting – the date indicated by the Charter or the relevant internal regulatory document of the company regulating the General Meeting.

The date **of receipt of proposals** for the agenda (date of submission of a request to convene an extraordinary general meeting) is the following date:

- if the proposal for the agenda or the request to convene an extraordinary meeting is submitted by post – the date of receipt of the letter by the intended recipient;
- if the proposal for the agenda or the request to convene an extraordinary meeting is sent by registered mail or by another type of registered postal delivery – the date of receipt of the delivery by the intended recipient, for which the intended recipient must sign;
- if the proposal for the agenda or the request to convene an extraordinary general meeting is delivered by courier – the date of actual delivery by courier;
- if the proposal for the agenda or the request to convene an extraordinary meeting is hand-delivered (to be confirmed by a signature) – the actual date of delivery;
- if the proposal for the agenda of the meeting or the request to convene an extraordinary meeting is sent by a nominal holder in the form of a notice of the will of the relevant shareholder of the company in compliance with his/her instructions – the date when the registrar of the company receives the relevant electronic document of the nominal holder registered in the share register of the company, containing the notice of the will of the shareholder (hereinafter, the electronic document of a nominal holder).

The Board of Directors is entitled to determine another (additional) method of submission of proposals for the agenda or proposals to nominate candidates for election to the bodies of the Company (including electric communication networks, e-mail) and to set the dates which will be considered as the dates of receipt/submission of the relevant proposal.

6.3. For the purpose of verification of the number of shares belonging to the shareholders of the Company, the persons authorised by the Company have the right to request information from the share register of the Company regarding the number of shares of a certain category (type) belonging to the shareholder (s) who has made a proposal to include items on the agenda of the general meeting, a proposal to nominate candidates for election to the bodies of the Company, a request to convoke an extraordinary general meeting of shareholders or a request to provide this shareholder with the list of persons entitled to participate in the general meeting of shareholders.

The person exercising their rights to securities, if their right to securities are recorded by a nominal holder, a foreign nominal holder, a foreign organisation entitled to keep records of rights and transfers of rights to securities in accordance with the relevant laws, or a person responsible for mandatory centralised storage of securities (hereinafter, together and separately referred to as the “nominal holder”), is entitled to the following (by giving instructions to such organisations under the relevant contract, or in person, through their representative):

- 1) submit items for the agenda of the general meeting;
- 2) nominate candidates for election to the governance bodies and other bodies of the Company;
- 3) request that a general meeting of the Company be convened;
- 4) participate in the general meeting of the Company and exercise their voting rights;
- 5) exercise other rights to securities.

## **7. ACTIVITIES IN PREPARATION FOR THE GENERAL MEETING. IDENTIFICATION OF PERSONS ENTITLED TO PARTICIPATE IN THE GENERAL MEETING**

7.1. In preparation for the general meeting the Board of Directors of the Company:

7.1.1.	Determines:	a) the form of the general meeting;
		b) the date, venue and time of the general meeting (except when general meetings are held in the form of absentee voting);
		c) the opening time of registration of the participants in the general meeting;
		d) agenda of the general meeting;
		e) the period of delivery of voting ballots to shareholders;
		f) the postal address (addresses) to which completed voting ballots must be sent. Other ways of sending in completed voting ballots may be indicated under the relevant decision of the Board of Directors;
		g) the final date and time of receipt of completed voting ballots;
		h) the date of identification of persons entitled to participate in the general meeting;
		i) the method and procedure of sending in shareholders' proposals to nominate candidates for election to the Board of Directors of the Company and the Revision Commission of the Company, as well as the final date (deadline) for the receipt of shareholders' proposals to nominate candidates for election to the Board of Directors and the Revision Commission in cases when the agenda of the relevant extraordinary general meeting contains such items;

		<p>j) the method and procedure of sending in proposals for the agenda of the general meeting and the final date (deadline) for the receipt of shareholders' proposals for the agenda of the general meeting;</p> <p>k) the list of information (materials) to be provided to the shareholders in preparation for the general meeting and the procedure of its provision;</p> <p>l) the procedure of notification of the fact that a general meeting is going to be held;</p> <p>m) the form and text of voting ballots in cases when voting ballots are used; wording of the resolutions of the general meeting which must be sent in electronic form (as electronic documents) to nominal holders of shares registered in the share register of the Company;</p> <p>n) draft resolutions for voting at the relevant general meeting (matching the wording of the resolutions of the general meeting which are to be sent in electronic form to nominal holders of shares registered in the share register of the Company).</p> <p>o) other information (data) at the discretion of the Board of Directors or information that is subject to indication in compliance with the requirements of current laws and/or the Charter of the Company;</p>
7.1.2.	Approves:	<p>a) the size and composition of the organisational committee of the general meeting;</p> <p>b) the chairperson of the organisational committee responsible for preparation for the general meeting of shareholders and his/her deputy (deputies);</p> <p>c) the chairperson presiding over the meeting (chairperson) and his/her deputy (deputies) and the secretary of the general meeting</p> <p>d) the speakers on matters of the agenda;</p> <p>e) the text of the announcement of a general meeting;</p> <p>f) instructions for voting at a general meeting;</p> <p>g) information about candidates nominated for election to the bodies of the Company and appointment as auditors of the Company, which must be provided to the general meeting;</p> <p>h) other information (data) at the discretion of the Board of Directors or information that is subject to indication in compliance with the requirements of current laws and/or the Charter of the Company;</p>
7.1.3.	Recommends for approval / appointment by the general meeting:	<p>a) the procedure of the general meeting for subsequent approval by the general meeting;</p> <p>b) any amendments to the Charter of the Company, new versions of the Charter of the Company;</p> <p>c) any amendments and/or addenda to internal documents of the Company to be approved by the general meeting and the new versions of the indicated documents;</p> <p>d) distribution of the Company's annual profits (including payment (announcement) of dividends except for the payment (announcement) of dividends for the first 3, 6 and 9 months of the reporting year) and losses;</p> <p>e) distribution of profits as dividends for the first 3, 6 and 9 months of the reporting year</p> <p>e) the amount dividends and the procedure of dividend payment;</p> <p>f) the audit organisation(s) of the Company;</p> <p>g) other draft resolutions in cases specified under the Federal Law "On Joint Stock Companies"</p>

7.2. The persons entitled to participate in the general meeting are identified on the date determined by the Board of Directors.

7.3. The registrar shall compile a list of persons exercising their rights to securities in compliance with the information contained in the registrar's records and the information received from nominal holders of shares who have personal accounts of nominal holders; and the person in charge of mandatory centralised storage of securities shall compile a list of persons exercising their right to securities in compliance with their records and the information received from nominal holders and foreign holders who are depositors of the indicated mandatory storage.

The following is included in the list of persons exercising their rights to securities:

- 1) information about the persons exercising their right to securities;
- 2) information about the person who has an open personal deposit account (depo account) in cases when the list is compiled in relation to the persons entitled to receive income and other payments on their securities;



- 3) information which makes it possible to identify the persons indicated in 1) and 2) above and information about the number of securities belonging to them;
- 4) information about the international identification code for the persons keeping records of the rights of the persons indicated in 1) and 2) above including foreign nominal holders of securities and foreign organisations entitled to keep records of securities and securities transfers in compliance with the relevant laws;
- 5) information about the will (if applicable) of the persons exercising their rights to securities, of which records are kept by nominal holders of shares;
- 6) other information specified by the Central Bank of Russia.

The list of persons entitled to participate in the general meeting is provided for information purposes to persons who own the required number of shares and are included in this list in compliance with the Federal Law “On Joint Stock Companies” upon their written request (or upon written request of their representatives), within seven business days from the receipt of the request by the Company, but not earlier than the date of compilation of the list.

7.4. Requests to provide the list of persons entitled to participate in the general meeting of shareholders for information purposes must be signed by the shareholder(s) who has made the indicated request or by the representative of the shareholder. Representatives of shareholders must be properly authorised and their authority must be confirmed in compliance with the legislation of the Russian Federation and Item 10.10 of these Regulations.

## **8. INFORMATION ABOUT THE GENERAL MEETING**

8.1. Shareholders of the Company must be notified of the fact that a general meeting is going to be held in compliance with the terms specified under the Federal Law “On Joint Stock Companies”.

8.2. The announcement of the general meeting must contain the following:

- full corporate name of the Company;
- location of the Company;
- form of the general meeting of shareholders;
- dates, place and time of the general meeting of shareholders (for meetings held in praesentia);
- postal address (postal addresses) to which completed voting ballots must be sent
- e-mail address to which completed voting ballots may be sent and/or address of the website on the Internet where a filled out electronic form of the voting ballot can be obtained in cases when such means and/or methods are acceptable under the Charter of the Company and/or under the relevant decision of the Board of Directors of the Company;
- final date of receipt of voting ballots;
- time of opening and closing of registration of the participants of the general meeting of shareholders (for meetings held in praesentia);
- date of identification of persons entitled to participate in the general meeting;
- agenda of the general meeting of shareholders;
- procedure of provision of information (materials) which must be provided to the shareholders in preparation for the general meeting of shareholders and the address (addresses) at which this information (materials) may be perused by the shareholders of the Company, as well as the website on the Internet where such information (materials) may be published in compliance with the Charter of the Company;
- indication of which owners of which category (type) of shares have the right to vote on all or certain agenda items.

The announcement may include other information per the decision of the Board of Directors as well as information that is subject to inclusion in compliance with the requirements of the law.

## **9. INFORMATION (MATERIALS) PROVIDED TO THE SHAREHOLDERS IN PREPARATION FOR THE GENERAL MEETING**

9.1. The list of information (materials) which must be provided to the persons entitled to participate in the general meeting in preparation for the general meeting of the Company is specified under the Federal Law “On Joint Stock Companies”, the regulations of the Bank of Russia and the resolutions of the Board of Directors of the Company.

9.2. In preparation for the general meeting, the Board of Directors determines the list of information (materials) which must be made available to the persons entitled to participate in the general meeting and specifies the procedure for the perusal of these materials.

The Board of Directors has the right to determine the following forms of provision of information (materials) that must be provided to the persons entitled to participate in the general meeting:

- sending the relevant materials (information) by mail to the persons entitled to participate in the general meeting – by registered mail and/or delivery in person against signature and/or
- providing access to information (materials) prior to the date of the general meeting of shareholders at the location of the Company and/or other locations indicating the relevant addresses in the announcement of the general meeting of shareholders and/or on the website of the Company on the Internet.
- publishing all information (materials) or certain materials per the decision of the Board of Directors in preparation for the general meeting on the Internet.

9.3. The terms of provision of the information (materials) which must be made available to the shareholders in preparation to the general meeting are specified by the Federal Law “On Joint Stock Companies”.

The indicated materials (information) must be available to the persons participating in the general meeting throughout the meeting.

9.4. Upon request of the persons entitled to participate in the general meeting the Company provides them with copies of the indicated documents for a fee in compliance with the Charter of the Company.

## **10. FORMS OF PARTICIPATION IN GENERAL MEETINGS FOR SHAREHOLDERS AND THEIR REPRESENTATIVES. PROCEDURE OF ISSUANCE OF POWERS OF ATTORNEY**

### **Forms of participation in general meetings for shareholders and their representatives**

10.1. Shareholders of the Company have the right to participate in the general meeting of shareholders in the following ways:

- by sending completed voting ballots to the Company (for shareholders registered in the share register of the Company);
- by giving instructions to persons keeping records of their rights to shares (for shareholders not registered in the share register of the Company)
- by filling out an electronic voting ballot on the website of the Company on the Internet prior to the final date of receipt (deadline) of completed voting ballots (if this method is approved by the Board of Directors in preparation for the general meeting) (for all shareholders of the Company);
- by registering as a participant in the general meeting and by voting on the relevant agenda items of general meetings in praesentia (for all shareholders of the Company).

10.2. The right to participate in a general meeting may be exercised personally by the shareholders or through their representative.

In cases when the shares are transferred after the date of compilation of the list of persons entitled to participate in the general meeting and prior to the date of the general meeting, the person included in this list must provide the buyer of the shares with a power of attorney to vote at a general meeting or to vote at the general meeting themselves in compliance with the instructions of the buyer of the shares, if this is required under the share transfer agreement. The indicated rule applies to each subsequent transfer of shares.

10.3. Representatives of shareholders at general meetings act on the basis of the authority established under the federal legislation or under the regulations of the relevant federal or municipal authorities, or on the basis of a power of attorney prepared in written form.

10.4. Shareholders of the Company have the right to item a power of attorney with regard to all of the shares belonging to them or with regard to any portion thereof.

10.5. Shareholders of the Company have the right to change/replace their representatives at any time and exercise the rights vested by their shares in person.

10.6. If there is a trust agreement in relation to shares, participating in the general meeting will be the trustee or the settlor, information about whom was provided by the trustee, if the shares in the Company, which give their holders a right to vote on the agenda items of the general meeting, were transferred to a securities account of the trustee.

10.7. If the shares are in joint shared ownership of several persons, the rights attached to these shares with regard to participation in the general meeting are exercised by one of the owners in compliance with the decision of the owners or by their common representative. The authority of the indicated persons must be properly formalised.

### **Procedure of preparation and presentation of powers of attorney**

10.8. A power of attorney or another document confirming the authority of the person to act on behalf of a shareholder must be attached to the proposal to include items in the agenda of the annual general meeting, a proposal to nominate candidates for election to the bodies of the Company, a request to convene an extraordinary general shareholders, a request to provide the list of persons entitled to participate in the general meeting for information purposes, voting ballots and other documents signed by the representative of the shareholder.

10.9. Powers of attorney must be produced at registration of shareholders if the general meeting is held in praesentia.

10.10. A power of attorney for voting at the general meeting must contain information about the principal and the representative (for individuals – name, details of an identification document (serial number and/or number of the document, date and place of item, issuing authority), for legal entities – name, location). A power of attorney authorising the representative to vote must be formalised in compliance with the requirements of paragraphs 3 and 4 Article 185.1 of the Civil Code of the Russian Federation and must be certified by a notary public.

A power of attorney authorising other actions must be prepared in compliance with the requirements of Articles 185 and 186 of the Civil Code of the Russian Federation and certified by a notary public.

## **11. WORKING BODIES OF THE GENERAL MEETING**

11.1. The general meeting of shareholders has the following working bodies:

- Presiding chairperson (chairperson);
- Secretary;
- Tabulation Commission.

For the purpose of these Regulations, the chairperson, his/her deputies (deputy) and the Secretary are together referred to as the Presidium.

### **Presiding chairperson (chairperson) of the general meeting**

11.2. Presiding at the general meeting is the Chairperson of the Board of Directors or a person appointed by the Board of Directors. If the Chairperson of the Board of Directors or the person appointed by the Board of Directors cannot discharge his/her duties at the general meeting for a valid reason (illness, vacation, business travel or another valid excuse), the functions of the presiding chairperson shall be performed by his/her deputy. If the deputy (deputies) are also unable to discharge their duties for a valid reason, the functions of the presiding chairperson can be performed by a deputy CEO (a person standing in for the CEO in case of his/her absence) authorised to discharge the duties of the CEO during the latter's absence.

11.3. The presiding chairperson:

- conducts the general meeting in compliance with the agenda of the meeting and the procedure of the general meeting;
- introduces and gives the floor to agenda item speakers and members of the Tabulation Commission;
- answers questions from the shareholders;
- addresses the questions received from the shareholders to the Presidium and management of the Company;
- ensures order at the general meeting, and
- signs minutes of the general meeting.

### **Secretary of the general meeting**

11.4. The Board of Directors appoints the Secretary of the general meeting of shareholders. If the person appointed by the Board of Directors as the Secretary cannot discharge his/her duties at the general meeting for a valid reason (illness, vacation, business trip and other valid excuses), the functions of the Secretary may be performed by the head of the corporate department of the Directorate for Legal and Corporate Affairs of the Company or the Corporate Secretary of the Company.

11.5. The Secretary of the general meeting prepares and signs minutes of the general meeting.

### **Tabulation Commission**

11.6. The Tabulation Commission ensures that the participants in the meeting are properly authorised, registers the participants of the general meeting, determines whether the general meeting has quorum, clarifies any items pertaining to the rights of shareholders (their representatives) to vote at the general meeting, explains the procedure of voting on the items put up for voting, ensures proper procedure of voting, counts the votes and prepares the results of voting, prepares a poll deed on the results of voting, transfers completed voting ballots to the archive of the Company.

11.7. The functions of the Tabulation Commission are performed by the registrar of the Company.

## **12. REGISTRATION OF PARTICIPANTS OF THE GENERAL MEETING**

12.1. Shareholders arriving at the general meeting must be registered to participate. The votes of shareholders present at the general meeting, but not registered to participate in it will not be counted.

12.2. Registration of the participants in the general meeting starts at the time indicated in the announcement of convocation of the general meeting.

12.3. Upon arrival at the general meeting, shareholders-individuals entitled to participate in the general meeting of shareholders must produce a passport or another form of identification whose details are recorded in the list of persons entitled to participate in the general meeting of shareholders.

Representatives and legal successors of persons who are entitled to participate in the general meeting of shareholders acting on the basis of powers of attorney must produce documents certifying their authority (or copies certified by a notary public) and prepared in compliance with the requirements of the current legislation, a passport or another form of identification.

Representatives of legal entities participating in the general meeting of shareholders in compliance with the law and acting without a power of attorney must produce an extract from the minutes (resolution) on their election to their position, a properly certified copy of the founding documents of the legal entity, a passport or any other form of identification.

12.4. Complaints and claims with regard to the procedure of registration are considered by the Tabulation Commission prior to the opening time of the general meeting. The results of the review of these complaints are announced prior to the start of the general meeting.

### **13. QUORUM OF THE GENERAL MEETING**

13.1. The general meeting is legally qualified (has quorum) when the shareholders – owners of a total of at least a half of the voting shares of the Company take part in it.

13.2. Those shareholders who registered to participate in the general meeting, including those shareholders who registered on the website indicated in the relevant announcement of the general meeting (if this is allowed by a relevant decision of the Board of Directors), and those shareholders whose voting ballots have been received, or who filled out electronic voting ballots on the indicated website on the Internet (if this is possible under the relevant decision of the Board of Directors) at least two days prior to the date of the general meeting, are considered as participants in the general meeting. Those shareholders who submitted completed voting ballots or who filled out electronic voting ballots on the website on the Internet indicated in the relevant announcement of shareholders meeting prior to the final date (deadline) a general for the receipt of voting ballots are considered as participants in the general meeting in absentia.

Those shareholders who informed the persons keeping records of their rights to shares of the shareholders' wishes by giving voting instructions (hereinafter, statement of wishes) in compliance with the requirements of the Russian legislation on securities are considered as participants in the general meeting, if the relevant statements of wishes were received not later than two days prior to the date of the general meeting or the final date (deadline) for the receipt of voting ballots for general meetings in absentia.

13.3. If the agenda of the general meeting contains items which must be voted on by different groups of voters, quorum will be determined separately for each group of voters. The absence of quorum for voting on one item does not affect voting on another item by another group of voters who have quorum.

13.4. General meetings held in the form of meetings (in praesentia) are opened if by the opening time of the meeting a quorum for at least one item on the agenda of the meeting is present. The registration of persons who are entitled to participate in the general meeting but who did not register to participate in the general meeting prior to its opening, ends once the last item on the agenda of the meeting (last item on the agenda for which a quorum is present) and before the time for voting provided to persons who have not voted until that moment starts.

If there is no quorum for any of the items on the agenda by the opening time of the meeting, the opening of the meeting is postponed for 2 hours.

13.5. A general meeting where a quorum was present only for some of the agenda items cannot be closed if the persons who constitute a quorum for other items on the agenda have registered prior to the closing of registration.

### **14. PROCEDURE OF THE GENERAL MEETING**

14.1. The general meeting of shareholders may be attended by the persons included in the list of persons entitled to participate in the general meeting, their representatives, a representative(s) of the audit organisation(s) of the Company, members of the Board of Directors and executive bodies of the Company, members of the Revision Commission, candidates nominated for election to the bodies of the Company, representatives of the registrar of the Company performing the functions of the Tabulation commission, speakers on the items of the agenda, members of the organisational committee of the general meeting of shareholders, the chairperson of the general meeting, the Secretary of the general meeting and other invitees.

The list of invitees is determined by the Chairperson of the Board of Directors and/or his/her deputy (deputies). The number of invitees is decided by the Board of Directors during the preparation for the general meeting.

14.2. Sufficient time must be allocated for each speaker on the items of the agenda.

14.3. Questions to the speakers and requests to speak at the general meeting may be submitted both verbally and in writing. Questions and requests in writing are submitted to the chairperson of the general meeting or to the Tabulation Commission.

14.4. Sufficient time must be allocated for question and answer sessions in order to ensure that full and detailed answers are given.

14.5. Should it be impossible to hold the general meeting within one day, a recess must be called until the next working day. The meeting will continue starting at the time indicated in the notification to convene a general meeting.

## **15. VOTING AT THE GENERAL MEETING. CALCULATION OF VOTES**

### **Voting**

15.1. Voting at the general meeting is based on the principle “one voting share - one vote”; for cumulative voting – “one voting share - the number of votes equal to the number of members of the Board of Directors”.

15.2. Other than in cases specified under the regulations of the Bank of Russia, voters who have more than one voting share may not use a portion of their votes to vote in support of a resolution while giving their remaining votes against the resolution or to abstain from voting.

15.3. Voting ballots are used for voting at general meetings. In compliance with the legislation of the Russian Federation, voting instructions issued by persons entitled to participate in the general meeting, but not registered in the share register of the Company, to the persons keeping records of their rights to securities and submitted to the registrar of the Company, are considered to be voting ballots.

The procedure of voting at the general meeting is established under the instructions for the procedure of voting at the general meeting of shareholders approved by the Board of Directors in preparation for the general meeting of shareholders.

### **Voting ballots**

#### **Requirements to the voting ballots of the general meeting**

15.4. The form and text of voting ballots are determined by the Board of Directors. Voting ballots may contain one or several matters put to vote.

15.5. Voting ballots must contain the following:

- full corporate name of the Company;
- location of the Company;
- form of the general meeting (meeting or absentee voting);
- date, place and time of the general meeting (for general meetings held in praesentia);
- postal address (addresses) to which voting ballots may be sent;
- final date and time of receipt of voting ballots (for general meeting in the form of absentee voting);
- wording of the resolutions put to vote (name of each candidate);
- voting options for each agenda item “In favour”, “Against” and “Abstained”.
- Number of cumulative votes belonging to the shareholder (when voting to elect the Board of Directors of the Company);
- A reminder that voting ballots must be signed by the person entitled to participate in the general meeting or by their representative.

In cases of cumulative voting, voting ballots must contain an indication of this as well as an explanation of the essence of cumulative voting.

Voting ballots must contain other information required by the regulations of the Bank of Russia.

15.6. Voting ballots may contain additional information approved by the Board of Directors while establishing the form and the text of the voting ballot, in addition to the information required by the Federal Law “On Joint Stock Companies” and the regulations of the Bank of Russia.

15.7. Voting ballots are sent to shareholders by registered mail or by e-mail to the address of the person indicated in the share register of the Company, or by other means (if the Board of Directors approves this means of communication in preparation for the general meeting) not later than 20 (twenty) days prior to the date of the general meeting.

Voting ballots must be sent by registered mail or hand-delivered to each person registered in the share register of the Company and entitled to participate in the general meeting.

If the voters are entitled to participate in the general meeting, but are not registered in the share register of the Company, these voters should give voting instructions to the persons keeping records of their rights to shares. In these cases, wording of the resolutions of the general meeting must be sent in electronic form (as electronic documents) to nominal holders of shares registered in the share register of the Company not later than 20 (twenty) days prior to the date of the general meeting (unless an earlier date is required under the law).

### **Invalidation of voting ballots**

15.8. For the purpose of vote calculation only those votes on the items of the agenda are counted where the voters have left only one voting option uncrossed. Voting ballots that do not conform to this requirement are invalidated and the votes contained in them are not counted with the exception of special cases specified under the relevant regulations of the Bank of Russia.

If voting ballots contain several items put up for voting, the fact that the above requirement is not met in regard to one or several voting items does not lead to invalidation of the entire voting ballot.

15.9. The votes contained in the voting ballots are not counted in the following cases:

- if the voting ballot is not signed – makes it impossible to identify the person (shareholder or representative of shareholder) who voted with this ballot;
- if the ballot does not conform to the form determined by the Board of Directors;
- if during cumulative voting the voter has distributed more votes among the candidates than he/she has;
- if the voting ballot for election of the members of the Revision Commission of the Company contains votes “in favour” of more candidates than may be elected to this body of the Company;
- when voting for a candidate (candidates) in relation to whom more than one voting option is left uncrossed, if the voting ballot on election of the members of the Revision Commission of the Company contains more than one voting option in relation to one or several candidates;
- if a power of attorney is not attached to the voting ballot signed by a representative of a shareholder.

### **Counting of votes**

15.10. In cases when the general shareholder meeting is asked to elect both the Revision Commission of the Company and the Board of Directors of the Company (both items are on the agenda of the general meeting), when counting the votes on the item of election of the Revision Commission of the Company the votes represented by the shares belonging to candidates who were elected to the Board of Directors are not counted. The votes represented by the shares of the members of the Board of Directors whose term in office was terminated are counted for quorum purposes and for voting on the item of election of the Revision Commission of the Company.

The votes represented by the shares belonging to the acting members of the Management Board and the votes represented by the shares belonging to the CEO of the Company are not counted when the general meeting is asked to elect the Revision Commission of the Company (those shares that have been transferred to the acting members of the Board of Directors, the CEO and the members of the Management Board under powers of attorney by other shareholders are counted).

15.11. The elections of the management and control bodies of the Company are considered valid, if the number of the elected members of this body of the Company is not less than the number of members of this body that is required for a quorum of this body.

15.12. In order to ensure that the shareholders of the Company have the opportunity to exercise their right to demand redemption (buyback) of their shares by the Company, those persons who have left chosen (marked, “checked”) the voting option “Against” are considered to be shareholders who have voted against the resolution. Those shareholders whose ballots were invalidated and those shareholders who “Abstained” cannot demand redemption (buyback) of their shares by the Company.

### **Storage of voting ballots**

15.13. All voting ballots are sealed by the Tabulation Commission and transferred to the archive of the Company for storage.

## **16. POLL DEED ON THE RESULTS OF VOTING AT THE GENERAL MEETING**

16.1. Based on the results of voting at the general meeting of shareholders the Tabulation Commission prepares a poll deed on the results of voting at the general meeting of shareholders.

16.2. The poll deed must contain:

- Full corporate name of the Company;
- Location (address) of the Company;
- Type of general meeting (annual or extraordinary);
- Form of the general meeting (joint presence or absentee voting);
- Date of the general meeting;
- Venue of the general meeting held in the form of joint presence (address where the meeting was held);
- Date of identification of persons entitled to participate in the meeting;
- Agenda of the general meeting;

- Time of opening and closing of registration of the persons who were entitled to participate in the meeting held in the form of joint presence;
- Time of opening and closing of the general meeting held in the form of joint presence and the time of beginning of vote counting if the resolutions adopted by the general meeting and the results of voting were announced at the general meeting;
- Number of votes per each item of the agenda of the general meeting belonging to the persons recorded the list of persons who were entitled to participate in the general meeting;
- Number of votes attached to voting shares of the Company on each item of the agenda of the general meeting determined in compliance with Item 4.24 of the Regulations of the Bank of Russia No. 660-P “On General Shareholders Meetings” dated 16 November 2018;
- Number of votes per each item of the agenda belonging to the persons who participated in the general meeting with indication whether there was a quorum regarding each item of the agenda;
- Number of votes given to each voting option (“In favour”, “Opposed” and “Abstaining”) for each item of the agenda of the general meeting for which there was a quorum;
- Number of votes for items of the agenda put to vote which were not counted due to the fact that the voting ballots (or voting on certain items of the agenda) which contained these votes were recognized invalid;
- Wording of the resolutions adopted by the general meeting on each item of the agenda of the general meeting;
- Full corporate name, location (address) of the registrar and names of authorised representatives of the registrar.

Date of preparation of the minutes on the results of voting at the general meeting

16.3. The poll deed on the results of voting is prepared in two copies. Each copy must be signed by the persons authorised by the registrar to perform the functions of the Tabulation Commission.

16.4. The poll deed on the results of voting is prepared not later than three (3) business days following the date of closing of the general meeting or the final date of receipt of voting ballots in cases when the general meeting is held in absentia.

16.5. The poll deed on the results of voting must be enclosed with the minutes of the general meeting.

16.6. The resolution of the general meeting on the item of the agenda put to vote is considered adopted (not adopted) immediately after the preparation of the poll deed on the results of voting.

16.7. Complaints and claims received by the Tabulation Commission during the general meeting must be submitted in writing to the presiding chairperson of the general meeting.

The results of review of the indicated claims and complaints are announced by the presiding chairperson at the general meeting before the closing of the general meeting.

## **17. MINUTES OF THE GENERAL MEETING**

17.1. Minutes of the general meeting are to be prepared within 3 (three) business days following the date of closing of the general meeting in two copies. Both copies are signed by the presiding chairperson of the general meeting and the Secretary of the general meeting.

17.2. If the general meeting is held in absentia, the minutes are to be prepared within 3 (three) business days following the final date of receipt of voting ballots for absentee voting by the Company. The minutes of the general meeting on the results of absentee voting are prepared in two copies and are signed by the presiding chairperson and the Secretary of the general meeting.

17.3. The minutes of the general meeting of shareholders must contain:

- Full corporate name of the Company;
- Location (address) of the Company;
- Type of general meeting (annual or extraordinary);
- Date of identification of persons entitled to participate in the meeting;
- Form of the general meeting (joint presence or absentee voting);
- Date of general meeting;
- Final date of receipt of voting ballots when the general meeting of shareholders is held in the form of absentee voting;
- Venue of the general meeting held in the form of joint presence (address where the general meeting was held);
- Agenda of the general meeting;
- Time of opening and closing of registration of persons entitled to participate in the general meeting held in the form of joint presence;
- Time of opening and closing of the general meeting held in the form of joint presence and time of beginning of vote counting if the resolution of the general meeting and the results of voting at the general meeting were announced at the meeting;

- Postal address (addresses) where voting ballots had to be sent if the general meeting was held in the form of absentee voting and if shareholders could vote on the items of the agenda of the general meeting held in the form of joint presence by sending filled out voting ballots to the Company;
- Number of votes per each item of the agenda of the general meeting belonging to the persons recorded the list of persons who were entitled to participate in the general meeting;
- Number of votes represented by the shares of the Company on each item of the agenda of the general meeting of shareholders established in compliance with the provision of Item 4.33 of the Regulations of the Bank of Russia No. 660-P “On General Shareholders Meetings” dated 16 November 2018;
- Number of votes per each item of the agenda belonging to the persons who participated in the general meeting with indication whether there was a quorum regarding each item of the agenda;
- Key points of presentations, items put to vote and results of voting;
- Resolutions passed by the general meeting on each agenda item;
- Chairperson and Secretary of the general meeting;
- The person who confirmed that the indicated decisions were made by the general meeting and the persons that were present when the indicated decisions were adopted;
- Date of compilation of the minutes of the general meeting.

17.4. The poll deed on the results of voting at the general meeting and the documents approved by the general meeting must be closed with the minutes of the general meeting.

## **18. FINAL PROVISIONS**

18.1. The resolutions of the Board of Directors of the Company, of which the shareholders and other persons in compliance with the requirements of the Federal Law “On Joint Stock Companies”, the Charter of the Company and these Regulations, must be notified, are sent to the indicated persons by post (registered mail) to the address, indicated in the relevant document (request, proposal) and, in its absence, to any known address of the indicated person, or delivered in person within three (3) days following the date of adoption of the resolution.

18.2. These Regulations are approved by the general meeting of the Company.

18.3. The decision to approve these Regulations is adopted by the majority vote of the owners of voting shares of the Company participating in the general meeting.

18.4. Proposals to amend these Regulations or to approve a new version of the Regulations must meet the requirements to the procedure specified under the Charter of the Company for the submission of proposals for the agenda of the general meeting.

18.5. The decision to make amendments to the Regulations or to ratify the new edition of the Regulations is adopted by the majority vote of the owners of the voting shares of the Company (which provide their owners with the right to vote on all items of the competence of the general meeting) participating in the general meeting.

18.6. Once these Regulations are approved by the general meeting, the Regulations on the General Shareholders Meeting of Public Joint Stock Company Uralkali approved by the general meeting on 5 December 2019 (Minutes No. 61) become null and void.

18.7. These Regulations are effective and legal only in those parts that do not contradict the Charter or the current legislation. If certain articles and provisions of these Regulations are rendered invalid or illegal as a result of changes in the legislation, these provisions shall be considered null and void until the moment when the relevant provisions of these Regulations are brought in line with the current legislation.